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Company reg. no: 15 50 52 81

Company Announcement no. 06/2010  
21 April 2010

# Company Announcement

## **Business transacted at the extraordinary general meeting held on 21 April 2010**

The extraordinary general meeting of SimCorp A/S was held on Wednesday 21 April 2010.

### **Resolutions proposed by the Board of Directors**

The shareholders passed with the requisite majority and quorum all resolutions as proposed by the Board of Directors, and the company's Articles of Association have been amended accordingly. The proposals of the board were as follows:

- A. The Board of Directors proposes to amend the Articles of Association as follows in order to bring these in compliance with the new Danish Companies Act (Act no. 470 of 12/06/2009):

In Article 2 "The registered office of the Company is situated in the Municipality of Copenhagen" is deleted and replaced by "Intentionally omitted".

Article 15 is deleted and replaced by "Each share of DKK 1 shall carry one vote at general meetings. Shareholders who have acquired shares by transfer can only vote on such shares if the shares no later than 1 week prior to the General Meeting have been registered in the Register of Shareholders or the shareholders no later than 1 week prior to the General Meeting have notified the Company of and documented their acquisition before the General Meeting is convened."

- B. The Board of Directors proposes that the group language shall be English. Accordingly, the Board of Directors proposes a new Article 23 to be inserted with the headline "GROUP LANGUAGE" and the wording "The language in the SimCorp Group of companies is English.".

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C. It is proposed by the Board of Directors that notice of general meetings shall be given at the company's website in lieu of notice in one leading daily paper. Accordingly, the Board of Directors proposes that in Article 10, fourth paragraph, "in one leading daily paper" is deleted and replaced by "at the Company's website". The full wording of Article 10, fourth paragraph is hereafter: "Notice of meetings shall be given at the Company's website and in the information system of the Danish Commerce and Companies Agency. In addition, written notice shall be given to all share-holders registered in the register of shareholders upon request."

D. The Board of Directors proposes that the Chairman and the Vice Chairman of the Board of Directors shall be elected directly at the Annual General Meeting. Consequently, it is proposed to amend the Articles of Association as follows:

Article 12, item 4 of the agenda is added after "Board of Directors" the following wording ", hereunder Chairman and Vice Chairman of the Board of Directors".

In Article 17 the first paragraph is deleted and replaced by "The Company shall be managed by a Board of Directors consisting of from three to six members including a chairman and a vice chairman elected by the shareholders at the General Meeting for terms of one year. Members of the Board of Directors are eligible for re-election. The General Meeting elects the chairman and the vice chairman of the Board of Directors directly. In the event that the chairman of the Board of Directors during the election period retires, the vice chairman shall assume the position of chairman of the Board of Directors. In the event that the vice chairman during an election period retires or assumes the position of the chairman, the Board of Directors shall amongst its members appoint a new vice chairman.

In Article 18, item 1 "The Board of Directors shall appoint its own chairman and vice chairman." shall be deleted. Item 2 hereafter becomes item 1 and item 3 hereafter becomes item 2.

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